

# Trinity Alps Capital Partners, LP

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February 27, 2017

This brochure (the “Brochure”) provides information about the qualifications and business practices of Trinity Alps Capital Partners, LP (“TACP”). If you should have any questions about the contents of the Brochure please contact the Chief Compliance Officer at (415) 740-5841. TACP is registered as an investment adviser with the United States Securities and Exchange Commission (“SEC”) pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Registration with the SEC does not imply a certain level of skill or training and the information in the Brochure has not been approved or verified by the SEC or by any state securities authority.

This Brochure is not: 1) an offer or agreement to provide advisory services to any person; 2) an offer to sell interests (or a solicitation of an offer to purchase interests) in any investment vehicle; 3) a complete discussion of the strategies, risks, or conflicts of interest associated with any investment vehicle; or 4) to be relied upon in determining whether to invest in an investment vehicle or receive advisory services from TACP. The information provided in the Brochure about any investment vehicle or strategy offered by TACP is qualified in its entirety by reference to the relevant investment vehicle’s documentation or an investment management agreement, as applicable.

Additional information about TACP also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## ITEM 2 – MATERIAL CHANGES AND GENERAL INFORMATION

This Brochure was prepared for TACP's initial registration with the SEC. In the future, this item will describe any material changes made since the previously filed Brochure.

## ITEM 3 -

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## ITEM 4 – ADVISORY BUSINESS

### Structure, History and Ownership

TACP is a Delaware limited partnership formed in 2016 and has its principal place of business in San Francisco, CA. TACP is controlled by its General Partner, Blackfoot River Partners, LLC, an entity whose founder and managing member is Raj D. Venkatesan. Mr. Venkatesan is also TACP's Portfolio Manager.

### Types of Advisory Services

TACP intends to provide investment advisory services to the Trinity Alps Global Opportunities Fund LP (the "Trinity Global Fund") and certain other institutional investors via separate account structures ("SMAs"). The Trinity Global Fund, for which we intend to provide investment advisory services is a private fund that TACP organized and that it promotes to multiple investors. TACP does not offer interests of the Trinity Global Fund to the public. The Trinity Global Fund is only offered in private placements to qualified investors. Details relating to the terms of the Trinity Global Fund, including important risk considerations, are provided to prospective investors via the Trinity Global Fund's organizational documents and related offering memorandum.

TACP intends to invest principally in equity and equity-related securities that are publicly traded on global markets, including emerging markets. In addition to common stock, TACP intends to invest in other types of securities including preferred stock, warrants, options, futures, swaps, exchange traded funds and other derivative and cash-equivalent instruments.

The primary strategy TACP offers via the Trinity Global Fund is an opportunistic global equity long-short strategy (or "TACP Global Equity L/S"). The primary objective of the TACP Global Equity L/S strategy is to outperform the MSCI All-Country World Index ("ACWI") while maintaining below market volatility and low correlation to indices and other hedge funds. TACP identifies both long investments and short positions through a rigorous bottom-up fundamental research process using margin trading and hedging strategies. TACP invests across all four quadrants (growth, cyclical, decline and structural) of the investment universe, though we remain biased to structural opportunities over time.

TACP also intends to manage a long-only strategy ("TACP Global Long-Only") which is comprised of the long positions in our TACP Global Equity L/S strategy, adjusted to meet certain guideline related limitations.

The strategies for both the TACP Global Equity L/S and TACP Global Long-Only we intend to manage on behalf of the Trinity Global Fund and SMAs (collectively "Accounts") are described in additional detail below at Item 8 and in the applicable offering documents or investment management agreements. TACP does not generally customize the strategy to the needs of individual investors. Though, we may agree to manage an SMA in conformance with investment guidelines mutually agreed upon with the client.

### Disclaimer

No guarantee or representation is made that any strategy managed by TACP including, without limitation, its investment objectives, diversification, strategies or risk monitoring process will be successful. Nothing herein is intended to imply that the investment strategies managed by TACP are "conservative", "safe", "without risk", or "risk adverse". There can be no assurance that an Account's

investment objective will be achieved or that its portfolio design and risk monitoring strategies will be successful. Investors may lose all or a substantial amount of their capital.

Additional information about TACP's portfolio management activities and certain related conflicts of interest are provided in Items 8 and 11 of this Brochure.

## ITEM 5 – FEES AND COMPENSATION

### Fees

#### TACP Global Equity L/S – The Trinity Global Fund

TACP intends to charge an annualized management fee of 1.0% to 1.5% (depending on the share class) of the investor's assets under management, which is payable in quarterly installments at the beginning of each calendar quarter based on the net market value of each investor's account on the date the fee accrues and becomes payable. TACP intends to receive a performance fee allocation equal to between 15% to 20% (depending on the share class) of net profits (including both realized and unrealized gains and losses).

Performance allocations will be assessed in arrears on an annual basis, and would only applied to the portion of the profits that exceeds the cumulative losses previously allocated to or incurred by the applicable investors (i.e. "high water mark"). Performance allocations create an incentive for TACP to engage in potentially more risky investment strategies than it may otherwise engage in.

For the Trinity Global Fund, the expenses, pro rata portion of the management fee and the performance allocation through the date of withdrawal or termination, will be charged to the investors.

The Trinity Global Fund's offshore feeder will invest through the Trinity Global Fund's on-shore master fund ("Master Fund") which is organized as a limited partnership. The Master Fund is organized as a Delaware limited partnership and such Master Fund will pay TACP management fees. TACP, as the Trinity Global Fund's investment manager may agree to supplements, clarifications, or variations of the terms in its offering documents in certain "side letters" or similar agreements.

Investors will be subject to a redemption fee, payable to the Trinity Global Fund, if they redeem shares prior to three years from the date of their initial purchase of shares.

#### TACP Global Long-Only

TACP intends to charge an annualized management fee of 1.0% of the investor's assets under management, which is payable in quarterly installments at the beginning of each calendar quarter based on the net market value of each investor's account on the date the fee accrues and becomes payable.

### Expenses

TACP will generally bear its own operating and administrative costs and expenses and certain research costs. The cost of certain services may be paid by brokerage firms to which TACP directs trades, as discussed in ITEM 12 below. Also, TACP may invest in other commingled funds including mutual funds or exchange traded funds. When it invests in these types of securities investors will pay, in addition to compensation paid to TACP, the representative management fees charged by the manager(s) of such funds.

#### TACP Global Equity L/S – The Trinity Global Fund

To the extent provided in the applicable fund's governing documents, the Trinity Global Fund will bear all of the expenses incidental to its operations, securities transactions, and certain research or investment related costs to TACP. In this regard, the Trinity Global Fund bears and shall be responsible



for its own expenses, including, but not limited to, investment related expenses such as the Fund's brokerage commissions, interest on margin accounts and other indebtedness, custodial fees, bank service fees, withholding and transfer fees, taxes, systems and technology expenses, trade order management and portfolio accounting system(s), news wires and data feeds, subscription fees associated with periodicals used for research, third party research and research tools, corporate licensing fees, legal and auditing expenses, outsourced middle and back office operations, accounting, fund administration, filing fees and expenses (including regulatory filings made in respect of the Fund such as Form PF preparation and filing expenses), outsourced risk management advisory and software, fees of investment related consultants and experts, expenses incurred with respect to the preparation, duplication and distribution to Limited Partners and prospective Limited Partners of Fund offering documents, annual reports and other financial information, marketing and syndication expenses (including those incurred in marketing Fund Interests in the European Union) and any other services or service provider expenses deemed necessary by the General Partner on behalf of the Fund.

#### TACP Global Long-Only

Per the applicable SMA client's investment management agreement, the SMAs will be responsible for their own costs and expenses, as agreed upon. Such expense includes, but are not limited to, all brokerage fees and commissions, expenses relating to clearing and settlement charges, custodial fees and expenses charged by their administrator (as applicable), and other non-operating expenses relating to the SMA.

SMA clients may also bear, proportionate share of the research and portfolio management expenses as TACP deems appropriate which may include, but are not limited to, costs of third-party research, data feeds and databases, trade order management systems and associated accounting platforms, news wires and quotation services, risk analytics software and associated consulting services, periodical subscription fees, and fees of outside consultants and experts. SMA clients will also be charged TACP's direct expenses associated with outsourced operations services costs associated with supporting TACP's middle and back-office processes.

## ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

TACP is entitled to receive performance-based compensation which creates the following potential conflicts of interest:

- The receipt of performance-based compensation may incentivize TACP to make investments that are riskier or more speculative than TACP would make if it did not receive such performance based fees. TACP monitors the Trinity Global Fund and all SMAs risk independent from the investment team.
- “Net appreciation”, which is the basis for most performance-based compensation, includes unrealized appreciation and may result in TACP receiving greater performance-based compensation than would be the case if net appreciation was based only on realized gains.
- TACP may be incentivized to favor an investor that pays performance-based compensation over an investor or SMA client that does not, or pays lower, performance-based compensation. As an example, TACP may be incentivized to allocate more profitable trades to investors that pay performance-based compensation. TACP maintains policies and procedures that seek fair allocation of investment opportunities to all investors. More specifically, TACP’s policies and procedures establish that generally allocations are made among the Trinity Global Fund and SMAs on a pro rata basis based on the size of the fund or account. See ITEM 12 – Brokerage Practices – Aggregation of Orders” for additional information.
- Performance-based compensation may encourage TACP to overvalue assets in the Trinity Global Fund in order to increase the amount of its performance-based compensation. TACP has adopted pricing policies and procedures and relies on the Trinity Global Fund’s fund administrator to independently value the positions and determine the Trinity Global Fund’s net asset value. To the extent that the fund administrator is not able to determine the fair value of an asset held in the Trinity Global Fund, TACP’s Valuation Committee will make a determination as to the appropriate value for the asset.

## ITEM 7 – TYPES OF CLIENTS

TACP will provide discretionary portfolio management services to the Trinity Global Fund and certain SMAs. The types of investors in the Trinity Global Fund or SMA clients may include: pension and profit sharing plans; trusts, estates and charitable organizations, funds of hedge funds, high net worth individuals and family offices.

The Trinity Global Fund is a privately-offered investment fund that is not regulatory under the U.S. Investment Company Act of 1940, as amended because of the Section 3(c)(1) and 3(c)(7) of that act and, in the case of any off-shore feeder, their adherence to the substantive provisions of Section 3(c)(7) as to U.S. investors.

The minimum investment amount for the Trinity Global Fund is generally \$1 million and may be waived by the General Partner. The minimum size for a separate account is generally \$50m.

## ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

### Investment Philosophy and Approach

TACP's focus is on bottom-up, fundamentally-based investing in equity and equity-linked investments, selected from a wide range of industries on a global basis. As such, TACP seeks out long positions in companies that: are under-researched or misperceived but have improving fundamentals; have high-quality, long-term growth prospects and good management teams; have poor track records and have been viewed negatively by the markets but are undertaking restructuring programs with a reasonable prospect of generating higher-than-expected return on capital and more favorable growth prospects; or constitute special situations in which market breaks, radical management change, unique product developments, corporate activity, or sudden regulatory shifts may have adversely impacted the share price as the market digested the event.

TACP also seeks out short positions, in the TACP Global Equity L/S strategy, as independent profit opportunities. Short sale candidates may exhibit any of the following characteristics: overvaluation relative to the company's growth or breakup value; an ill-conceived or flawed business model; a market strategy that is at odds with fundamental change within an industry; growth or earnings expectations that are too high relative to the company's fundamentals; a secular decline in the company's industry or the company's share of an industry due to inefficient cost structures, inferior products or services, or the substitution of products and services for new technology or distribution methods; a misperception that the company is a growth (rather than cyclical) company; or regulatory change that could adversely impact the business prospects for the company.

TACP's philosophy determines not only what kind of investments it considers attractive to achieve superior returns but also how it identifies those investments. TACP spends significant time meeting with the management personnel of companies, conducting due diligence, speaking to independent consultants, and discussing business trends with suppliers, customers, and competitors. TACP's approach to conducting primary research also relies on following and tracking global industrial value chains over substantial periods of time. Research and analysis will often extend across multiple industries.

### Managing Risk and Net Exposure

TACP believes that risk management is multi-faceted and more complex than simple net/gross exposure and, accordingly, manages gross and net exposure in the TACP Global Equity L/S strategy based on a combination of factors. TACP monitors risk across several metrics: individual stocks can be monitored on a stock-specific versus market-risk basis, as well as on a sector and portfolio basis.

Exposure levels vary based on the attractiveness of individual long positions in the TACP Global Long-Only and TACP Global Equity L/S strategies, and short investment opportunities in the TACP Global Equity L/S strategy, at any given time. Investment decisions are based on bottom-up analysis, and therefore, the macroeconomic bias will tilt based on information TACP learns from companies and the industry trends that may be occurring globally based on the research its global investment team generates. In addition, a portfolio consisting of regulated utilities or tobacco companies would have significantly different risk profiles than Internet stocks. Net exposure will therefore be more a function

of the implied volatility of the portfolio. TACP sizes individual stocks on the opportunity set each represents on the upside and downside, as well as the contribution those stocks contribute to overall market/beta (non-stock specific) risk.

### Investment Risks

While TACP attempts to moderate these risks, there can be no assurance that the investment and trading activities will be successful or that the Accounts will not suffer losses. The following is a summary of some of the principal risks involved in TACP's investment management activities. It is necessarily incomplete; no summary can describe all risks.

### Investment Selection / Key Personnel Risks

TACP believes the primary risk of its investment strategies arises from investment selection: the risk that TACP's techniques could result in investment positions that, at least over certain periods, decline in value or do not appreciate as much as alternative investment opportunities. TACP's investment advice depends on the judgment and analysis of its key investment personnel, in particular its Portfolio Manager, Raj Venkatesan. If Raj were to die, become ill or disabled, or otherwise cease to be involved in the active management of the business of the Accounts' portfolios for any period of time, client's investments could suffer.

### General Investment and Trading Risks

An investment in an Account involves a high degree of risk, including the risk that the entire amount invested may be lost. Accounts invests in securities and other financial instruments using strategies and investment techniques with significant risk characteristics. No guarantee or representation is made that an Account's program will be successful. The Accounts' investment program may utilize investment techniques including, but not limited to option transactions, margin transactions, short sales (typically only applicable to the Trinity Global Fund, forwards, leverage and derivatives trading, the use of which can, in certain circumstances, maximize the adverse impact to which the Accounts may be subject.

### Equity Investments

An Account's equity investments may involve substantial risks and may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. There are no absolute restrictions in regard to the size or operating experience of the companies in which the Account may invest (and relatively small companies may lack management depth or the ability to generate internally, or obtain externally, the funds necessary for growth and companies with new products or services could sustain significant losses if projected markets do not materialize). Equity prices are directly affected by issuer specific events, as well as general market conditions. In addition, in many countries investing in common stocks is subject to heightened regulatory and self-regulatory scrutiny as compared to investing in debt or other financial instruments.

## Small- and Mid-Cap Risks

While an Account will generally invest in securities of large-cap issuers, a portion of an Account's assets may be invested in securities of small-cap and mid-cap issuers with market capitalization of less than \$2 billion. While in TACP's opinion the securities of small- and mid-cap issuers may offer the potential for greater capital appreciation than investments in securities of large-cap issuers, securities of small-cap issuers may also present greater risks. For example, some small- and mid-cap issuers often have limited product lines, markets, or financial resources. They may be subject to high volatility in revenues, expenses and earnings. Their securities may be thinly traded, may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than when investing in securities of larger-cap issuers. The market prices of securities of small- and mid-cap issuers generally are more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large-cap issuers. Transaction costs in securities of small- and mid-cap issuers may be higher than in those of large-cap issuers.

## Commodities and Derivative Investments

The prices of commodities contracts and derivative instruments, including futures and options, are highly volatile. Payments made pursuant to swap agreements may also be highly volatile. Price movements of commodities, futures and options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The value of futures, options and swap agreements also depends upon the price of the commodities underlying them. In addition, an Account's assets are also subject to the risk of the failure of any of the exchanges on which its positions trade or of its clearinghouses or counterparties.

TACP's Accounts are not expected to invest in options frequently. However, in the discretion of TACP, an Account may buy or sell (write) both call options and put options, and when they write options, it may do so on a "covered" or an "uncovered" basis. A call option is "covered" when the writer owns securities of the same class and amount as those to which the call option applies. A put option is covered when the writer has an open short position in securities of the relevant class and amount. The Accounts' option transactions may be part of a hedging strategy (i.e., offsetting the risk involved in another securities position) or a form of leverage, in which an Account has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances.

In general, without taking into account other positions or transactions an Account may enter into, the principal risks involved in options trading can be described as follows: When an Account buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of their investment in the option (including commissions). An Account could mitigate those losses by selling short, or buying puts on, the securities for which it holds call options, or by taking a long position (e.g., by buying the securities or buying calls on them) in securities underlying put options.

If an Account sells (writes) an option, the risk can be substantially greater than when it buys an option. The seller of an uncovered call option bears the risk of an increase in the market price of the underlying security above the exercise price. The risk is theoretically unlimited unless the option is “covered.” If it is covered, an Account would forego the opportunity for profit on the underlying security should the market price of the security rise above the exercise price. If the price of the underlying security were to drop below the exercise price, the premium received on the option (after transaction costs) would provide profit that would reduce or offset any loss an Account might suffer as a result of owning the security. Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty, market risk, liquidity risk and operations risk.

### Convertible Securities

Convertible securities are bonds, debentures, notes, preferred stocks or other securities that may be converted into or exchanged for a specified amount of common stock of the same or different issuer within a particular period of time at a specified price or formula. A convertible security entitles its holder to receive interest that is generally paid or accrued on debt or a dividend that is paid or accrued on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Convertible securities have unique investment characteristics in that they generally (i) have higher yields than common stocks, but lower yields than comparable non-convertible securities, (ii) are less subject to fluctuation in value than the underlying common stock due to their fixed-income characteristics and (iii) provide the potential for capital appreciation if the market price of the underlying common stock increases. The value of a convertible security is a function of its “investment value” (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its “conversion value” (the security’s worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the investment value of convertible securities. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed-income security. Generally, the amount of the premium decreases as the convertible security approaches maturity. A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security’s governing instrument. If a convertible security held by an Account is called for redemption, an Account will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third-party. Any of these actions could have an adverse effect on an Account’s ability to achieve its investment objective.

## Debt and Other Income Securities

TACP's Accounts may invest in fixed-income and adjustable rate securities. Income securities are subject to interest rate, market and credit risk. Interest rate risk relates to changes in a security's value as a result of changes in interest rates generally. Even though such instruments are investments that may promise a stable stream of income, the prices of such securities are inversely affected by changes in interest rates and, therefore, are subject to the risk of market price fluctuations. In general, the values of fixed income securities increase when prevailing interest rates fall and decrease when interest rates rise. Because of the resetting of interest rates, adjustable rate securities are less likely than non-adjustable rate securities of comparable quality and maturity to increase or decrease significantly in value when market interest rates fall or rise, respectively. Market risk relates to the changes in the risk or perceived risk of an issuer, industry, country or region. Credit risk relates to the ability of the issuer to make payments of principal and interest. The values of income securities may be affected by changes in the credit rating or financial condition of the issuing entities. Income securities denominated in non-U.S. currencies are also subject to the risk of a decline in the value of the denominating currency relative to the U.S. dollar.

## General Risks of Lending

An Account may invest in loans. There are many risks associated with investments in loan products, including the risk of non-payment by the borrower, the risk of default by the borrower, the risk of bankruptcy or other events which affect the borrower's ability to repay the loans as scheduled, and other related risks. The occurrence of any of these risks could materially affect the ability of an Account to achieve its investment objective. Such risks, and the negative consequences associated therewith, may increase in relation to the length of the term of the loan.

## Options and Bond Volatility

The Accounts may buy or sell options and convertible bonds. Changes in option and convertible bond volatility are extremely difficult to predict. If an Account is short options or convertible bonds and the volatility increases, or if an Account is long options or convertible bonds and volatility declines, the Account could be affected materially and adversely.

## Credit Default Swaps

Accounts may invest in credit default swaps. A credit default swap is a contract between two parties which transfers the risk of loss if a company fails to pay principal or interest on time or files for bankruptcy. In essence, an institution which owns corporate debt instruments can purchase a limited form of default protection by entering into a credit default swap with another bank, broker-dealer or financial intermediary. Upon an event of default, the swap may be terminated in one of two ways: (i) by the purchaser of credit protection delivering the referenced instrument to the swap counterparty and receiving a payment of par value, or (ii) by the parties pairing off payments, with the purchaser of the protection receiving a payment equal to the par value of the reference security less the price at which the reference security trades subsequent to default. The first way is the more common form of credit default swap termination. In the manner described above, credit default swaps can be used to hedge a portion of the default risk on a single corporate bond or a portfolio of bonds. An Account may also "purchase" credit default protection even in the case in which it does not own the referenced instrument if, in the judgment of TACP, there is a high likelihood of credit deterioration. The credit



default swap market in high yield securities is comparatively new and rapidly evolving compared to the credit default swap market for more seasoned and liquid investment grade securities. Swap transactions dependent upon credit events are priced incorporating many variables including the pricing and volatility of the common stock, potential loss upon default and the shape of the U.S. Treasury Market curve, among other factors. As such, there are many factors upon which market participants may have divergent views. TACP may also enter into credit default swap transactions, even if the credit outlook is positive, if it believes that participants in the marketplace have incorrectly valued the components which determine the value of a swap.

### Use of Leverage and Financing

An Account may leverage its capital if TACP believes that the use of leverage may enable an Account to achieve a higher rate of return. Accordingly, an Account may pledge its securities in order to borrow additional funds for investment purposes. An Account may also leverage its investment return with options, short sales, swaps, forwards and other derivative instruments. The amount of borrowings which the Account may have outstanding at any time may be substantial in relation to its capital. There is no limit on an Account's ability to borrow or use leverage. While leverage presents opportunities for increasing an Account's total return, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment by an Account would be magnified to the extent an Account is leveraged. The cumulative effect of the use of leverage by the Account in a market that moves adversely to an Account's investments could result in a substantial loss to an Account which would be greater than if an Account were not leveraged. The use of short-term margin borrowings results in certain additional risks to an Account. For example, should the securities pledged to brokers to secure the Fund's margin accounts decline in value, an Account could be subject to a "margin call", pursuant to which an Account must either deposit additional funds or securities with the broker or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of an Account's assets, an Account might not be able to liquidate assets quickly enough to satisfy its margin requirements. An Account may borrow by entering into reverse repurchase agreements. Under a reverse repurchase agreement, an Account sells securities and agrees to repurchase them at a mutually agreed date and price. Reverse repurchase agreements may involve the risk that the market value of the securities retained in lieu of sale by an Account may decline below the price of the securities an Account has sold but is obligated to repurchase. In the event the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, such buyer or its trustee or receiver may receive an extension of time to determine whether to enforce an Account's obligation to repurchase the securities and an Account's use of the proceeds of the reverse repurchase agreement may effectively be restricted pending such decision. To the extent that, in the meantime, the value of the securities that an Account has purchased has decreased, an Account could experience a loss. The financing used by an Account to leverage their portfolio is extended by securities brokers and dealers in the marketplace in which an Account invests. While an Account attempts to negotiate the terms of these financing arrangements with such brokers and dealers, its ability to do so is limited. An Account is therefore subject to changes in the value that the broker-dealer ascribes to a given security or position, the amount of margin required to support such security or position, the borrowing rate to finance such security or position and/or such broker-dealer's willingness to continue to provide any such credit to an Account. Because an Account currently has no alternative credit facility

which could be used to finance its portfolio in the absence of financing from broker-dealers, it could be forced to liquidate its portfolio on short notice to meet its financing obligations. The forced liquidation of all or a portion of an Account's portfolio at distressed prices could result in significant losses to an Account.

### Special Situations

An Account may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in work-outs, liquidations, spin-offs, split-offs, reorganizations, mergers, bankruptcies and similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction will either be unsuccessful, take considerable time or result in a distribution of cash or a new security the value of which will be less than the purchase price to an Account of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, an Account may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which an Account may invest, there is a potential risk of loss by an Account of a significant portion of its investment in such companies.

### Securities Lending

An Account may lend securities from its respective portfolio to brokers, dealers and other financial institutions that need to borrow securities to complete certain transactions as a means of earning additional income. An Account would be entitled to payments in amounts equal to the interest, dividends or other distributions payable on the loaned securities, which affords an Account an opportunity to earn interest on the amount of the loan and current income on the loaned securities themselves. In the event that an Account lends securities, it might experience a loss if any institution with which an Account has engaged in a portfolio loan transaction breaches its agreement with an Account. If the borrower becomes insolvent or bankrupt, an Account could experience delays and costs in recovering loaned securities. To the extent that, in the meantime, the value of the loaned securities decline, an Account could experience further losses.

### Net Cash

An Account may hold a significant portion of its portfolio in cash and cash equivalents. This may result in an Account's investment results underperforming market indices, or a portfolio which is 100% invested without any net cash holdings.

### Highly Volatile Markets

The prices of financial instruments in which an Account may invest can be highly volatile. Price movements of forward and other derivative contracts in which an Account's assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. An Account is subject to the risk of failure of any of the exchanges on which their positions trade or of its clearinghouses.

## High Risk Investments

While investments in companies in certain industries offer the opportunity for significant capital gains, such investments involve a high degree of business, financial, technological and regulatory risk, which can result in substantial losses. Moreover, an Account's portfolio may include investments particularly subject to increased risk because they are in companies at an early stage of development, which have been or may go into bankruptcy, acquired as leverage buyouts subject to interest rate fluctuations, or engaged in highly competitive industries dominated by companies with substantially greater resources. As a result, an Account may experience substantial volatility and potential for loss. The TACP believes that its investment program and research techniques moderate this risk through a careful selection of securities and other financial instruments. However, no guarantee or representation is made that the program will be successful.

## Unidentified Investments; Competitive Market for Investments

TACP may be very selective when seeking investments. The business of identifying and structuring certain transactions is competitive (and may become more competitive in the future), and involves a high degree of uncertainty. There can be no assurance that TACP will be able to locate and complete attractive investments or that it will be able to adhere to the investment strategy outlined herein. Furthermore, there can be no assurance that TACP will be able to invest the entire amount of an Account's assets or that suitable investment opportunities will otherwise be identified. If TACP is unable to identify adequate investments at any given time, a significant portion of an Account's assets may be held in cash or equivalents, which produce low rates of return.

## Hedging Transactions

TACP is not required to attempt to hedge portfolio positions in an Account and, for various reasons, may determine not to do so. Furthermore, TACP may not anticipate a particular risk so as to hedge against it. An Account may utilize financial instruments, both for investment purposes and for risk management purposes in order to: (i) protect against possible changes in the market value of an Account's investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect an Account's unrealized gains in the value of an Account's investment portfolio; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in an Account's portfolio; (v) hedge the interest rate or currency exchange rate on any of an Account's liabilities or assets; (vi) protect against any increase in the price of any securities an Account anticipate purchasing at a later date; or (vii) for any other reason that TACP deems appropriate. The success of an Account's hedging strategy is subject to TACP's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolio being hedged. Since the characteristics of many securities change as markets change or time passes, the success of an Account's hedging strategy is also subject to TACP's ability to continually recalculate, readjust, and execute hedges in an efficient and timely manner. While an Account may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for an Account than if it had not engaged in any such hedging transactions. For a variety of reasons, TACP may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent an Account from achieving the intended hedge or expose an Account to risk of loss. The successful utilization of hedging and risk management transactions

requires skills complementary to those needed in the selection of an Account's portfolio holdings.

### Investing in High Yield Securities

An Account may invest in high-yield securities. Such securities are generally not exchange traded and, as a result, these instruments trade in the over-the-counter marketplace, which is less transparent than the exchange-traded marketplace. In addition, an Account may invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments. High-yield securities face ongoing uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue such securities are often highly leveraged and may not have available to them more traditional methods of financing. It is possible that a major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default of such securities.

### Derivatives and Hedging

An Account may invest and trade in a variety of derivative instruments, both to hedge an Account's portfolio and for profit. Derivatives are financial instruments or arrangements in which the risk and return are related to changes in the value of other assets, reference rates or indices. An Account's ability to profit or avoid risk through investment or trading in derivatives will depend on TACP's ability to anticipate changes in the underlying assets, reference rates or indices.

### Brokerage Commissions/Transaction Costs

During some periods, an Account's activities may involve a high level of trading, and the turnover of its portfolio may generate substantial transaction costs. These costs will be borne by an Account regardless of its profitability.

### Short Selling

Short selling involves selling securities which are not owned and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which an Account engages in short sales depends upon TACP's investment strategy and opportunities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to an Account of buying those securities to cover the short position. Additionally, government or market regulation may limit an Account's ability to sell securities short of certain issuers, sectors or countries. There can be no assurance that an Account will be able to

maintain the ability to borrow securities sold short. In such cases, an Account can be “bought in” (i.e., forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position are available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

### Limited Diversification

The Partnership Agreement does not limit the amount of an Account’s capital that may be committed to any single investment, industry or sector. At any given time, it is therefore possible that TACP may select investments that are concentrated in a limited number or types of investments. This limited diversity could expose an Account to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those investments.

### Non-U.S. Securities

Investments in securities of non-U.S. issuers pose a range of potential risks which could include expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding securities of non-U.S. issuers, and non-U.S. issuers may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. issuers. Transaction costs of investing in non-U.S. securities markets are generally higher than in the U.S. There is generally less government supervision and regulation of exchanges, brokers and issuers than there is in the United States. An issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. An Account might have greater difficulty taking appropriate legal action in non-U.S. courts. Non-U.S. markets also have different clearance and settlement procedures which in some markets have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect an Account’s performance.

### Emerging Markets

In addition to the risks associated with investments outside of the United States, investments in emerging markets (i.e., the developing countries) may involve additional risks. Emerging markets generally are not as efficient as those in developed countries. In some cases, a market for the security may not exist locally, and transactions will need to be made on a neighboring exchange. Volume and liquidity levels in emerging markets are lower than in developed countries. When seeking to sell emerging market securities, little or no market may exist for the securities. In addition, issuers based in emerging markets are not generally subject to uniform accounting and financial reporting standards, practices and requirements comparable to those applicable to issuers based in developed countries, thereby potentially increasing the risk of fraud or other deceptive practices. Furthermore, the quality and reliability of official data published by the government or securities exchanges in emerging markets may not accurately reflect the actual circumstances being reported. The issuers of some of non-U.S. securities, such as banks and other financial institutions, may be subject to less stringent regulations than would be the case for issuers in developed countries and therefore potentially carry greater risk.

Custodial expenses for a portfolio of emerging markets securities generally are higher than for a portfolio of securities of issuers based in developed countries. Many of the laws that govern private and foreign investments, securities transactions, creditors' rights and other contractual relationships in non-U.S. countries, particularly in developing countries, are new and largely untested. As a result, an Account may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations. Regulatory controls and corporate governance of companies in developing countries may confer little protection for investors. Anti-fraud and anti-insider trading legislation is often rudimentary. The concept of fiduciary duty is also limited when compared to such concepts in developed country markets. In certain instances, management may take significant actions without the consent of investors. There can be no assurance that this difficulty in protecting and enforcing rights will not have a material adverse effect on an Account and its operations. Furthermore, it may be difficult to obtain and enforce a judgment in certain of non-U.S. countries in which assets of an Account are invested.

### Foreign Derivatives

An Account's futures and options activities may include futures and options traded in non-U.S. markets. The risks of these activities may be greater than those of trading in futures and options on U.S. exchanges. For example, foreign futures and options are cleared on and subject to the rules of a foreign board of trade. Neither the CFTC nor the National Futures Association regulates activities of any foreign board of trade, including execution, delivery and clearing of transactions. Moreover, these agencies have no enforcement authority over foreign boards of trade. In addition, funds provided for foreign futures and options may not be provided the same protections as funds received in respect of United States transactions.

### Currency

An Account may invest a portion of its assets in instruments denominated in currencies other than the U.S. dollar, the price of which is determined with reference to currencies other than the U.S. dollar. Client accounts will, however, be valued in U.S. dollars. To the extent unhedged, the value of the assets will fluctuate with U.S. dollar exchange rates as well as the price changes of investments in the various local markets and currencies. Thus, an increase in the value of the U.S. dollar compared to the other currencies will reduce, all other economic factors being constant, the effect of increases and magnify the effect of decreases in the prices of the account's securities in their local markets. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on non-U.S. dollar securities. To the extent permitted, an Account also may, but does not expect to regularly do so, utilize options and forward contracts to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

### Illiquid Investments

An Account may invest in securities and other assets, which are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such investments tend to be volatile and may not be readily ascertainable, and an Account may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. An Account may not be able to readily dispose of such illiquid investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. An investment in an Account is suitable only for certain sophisticated investors who do not require immediate liquidity for their investments.

### Information Sources

TACP selects investments for an Account based in part on information and data that the issuers of such securities file with various government agencies or make directly available to TACP or that TACP obtains from other sources. TACP is not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not readily available.

### Stock Index Futures

Using stock index futures for hedging involves several risks. Price movement in the stock index and price movements in the Securities that are the subject of the hedge do not always correlate. Positions in futures contracts may be closed out only on the exchange on which they were entered into or through a linked exchange, and there is no secondary market for those contracts. In addition, there may be no active market for the contracts at any particular time. Some exchanges do not permit trading in particular contracts at prices that fluctuate more than a set limit in any day. If prices fluctuate during a single day beyond those limits, an Account may not be able to liquidate unfavorable positions promptly and may lose money.

### Counterparty Risk

Some of the markets in which an Account may effect its transactions are “over-the-counter” or “interdealer” markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of “exchange-based” markets. This exposes an Account to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing an Account to suffer a loss. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where an Account has concentrated its transactions with a single or small group of counterparties. An Account is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, an Account has no internal credit function that evaluates the creditworthiness of their counterparties. The ability of an Account to transact business with any one or



number of counterparties, the lack of any meaningful and independent evaluation of such counterparties financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses by an Account.

### No Control Over Portfolio Issuers

An Account may acquire substantial positions in the securities of particular companies. Nevertheless, an Account is unlikely to be represented on the board of directors or share any control over the management of any such company. The success of each investment depends on the ability and success of the management of that company, in addition to economic and market factors.

### Terrorist Action

There is a risk of terrorist attacks on the United States and elsewhere causing significant loss of life and property damage and disruptions in global markets. Economic and diplomatic sanctions may be in place or imposed on certain states and military action may be commenced. The impact of such events is unclear, but could have a material effect on general economic conditions and market liquidity.

### Market Disruption; Governmental Intervention; Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”)

The global financial markets have in the past few years gone through pervasive and fundamental disruptions that have led to extensive and unprecedented governmental intervention. Such intervention has in certain cases been implemented on an “emergency” basis, suddenly and substantially eliminating market participants’ ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition - as one would expect given the complexities of the financial markets and the limited time frame within which governments have felt compelled to take action – these interventions have typically been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of the markets as well as previously successful investment strategies.

TACP’s clients may incur major losses in the event of disrupted markets and other extraordinary events in which historical pricing relationships become materially distorted. The risk of loss from pricing distortions is compounded by the fact that in disrupted markets many positions become illiquid, making it difficult or impossible to close out positions against which the markets are moving. The financing available to the Trinity Global Fund from its banks, dealers and other counterparties are typically reduced in disrupted markets. Such a reduction may result in substantial losses. Market disruption may from time to time cause dramatic losses for the Accounts, and such events can result in otherwise historically low-risk strategies performing with unprecedented volatility and risk.

In response to the recent financial crises of 2008-2009, Dodd-Frank was enacted in July 2010. Dodd-Frank seeks to regulate markets, market participants and financial instruments that previously have been unregulated and substantially alters the regulation of many other markets, market participants and financial instruments. Because many provisions of Dodd-Frank require rulemaking by applicable regulators before becoming fully effective and Dodd-Frank mandates multiple agency reports and



studies (which could result in additional legislative or regulatory action) it is difficult to predict the ultimate impact of Dodd-Frank on TACP and the markets in which TACP's clients trade and invest. Dodd-Frank could result in certain investment strategies becoming non-viable or non-economic to implement. Dodd-Frank and regulations adopted pursuant to Dodd-Frank could have a material adverse impact on the profit potential of the Accounts.

### [Tax-Related Risks of Investing in U.S. Securities.](#)

**U.S. Source Payments to an Account May Be Subject to Withholding Under the HIRE Act.** The Hiring Incentives to Restore Employment Act (the "*HIRE Act*") and recently issued IRS guidance provides that a 30% withholding tax will be imposed on certain payments of U.S. source income and certain payments of proceeds from the sale of property that could give rise to U.S. source interest or dividends made on or after January 1, 2015 unless an Account enters into an agreement with the U.S. Internal Revenue Service (the "*IRS*") to disclose the name, address and taxpayer identification number of certain U.S. persons that own, directly or indirectly, an interest in an Account, as well as certain other information relating to any such interest. The IRS has released regulations and other guidance that provide for the phased implementation of the foregoing withholding and reporting requirements. In 2014, the United States Department of the Treasury signed a Model 1 non-reciprocal intergovernmental agreement ("*Model 1 IGA*") with both the Cayman Islands and the British Virgin Islands. The Model 1 IGA modifies the foregoing requirements but generally requires similar information to be disclosed to both Countries' governments and ultimately to the IRS. Although an Account will attempt to satisfy any obligations imposed on it to avoid the imposition of this withholding tax, no assurance can be given that an Account will be able to satisfy these obligations. If an Account becomes subject to a withholding tax as a result of the HIRE Act, the returns may be materially affected. In addition, an Account may reduce the amount payable on any distribution or redemption to a shareholder that fails to provide an Account with the requested information. Any master fund in a master-feeder structure will be subject to similar requirements under the HIRE Act. Prospective investors are encouraged to consult with their own tax advisers regarding the possible implications of the HIRE Act on their investments in a Fund.

**The Trinity Global Fund May Mandatorily Redeem any Shareholder that Fails to Cooperate with Efforts to Comply with the HIRE Act.** The Trinity Global Fund's ability to comply with the HIRE Act will depend on each shareholder providing the fund with information that the fund requests concerning the direct and indirect owners of such shareholder. If a shareholder fails to provide information the Trinity Global Fund requests, it may exercise its right to mandatorily redeem such shareholder or take such other actions as may be permitted pursuant to the applicable organizational documents.

**Tax Audits.** The Trinity Global Fund may be audited by U.S. federal, state or other tax authorities. An income tax audit may result in an increased tax liability of the Trinity Global Fund, including with respect to years when an investor was not a shareholder of the Trinity Global Fund, which could reduce the Net Asset Value the Trinity Global Fund and affect the return of all shareholders.

### [Accounting for Uncertainty in Income Taxes](#)

Accounting Standards Codification Topic No. 740, "Income Taxes" (in part formerly known as "FIN 48") ("*ASC 740*"), provides guidance on the recognition of uncertain tax positions. ASC 740 prescribes the minimum recognition threshold that a tax position is required to meet before being recognized in an

entity's financial statements. It also provides guidance on recognition, measurement, classification and interest and penalties with respect to tax positions. A prospective investor should be aware that, among other things, ASC 740 could have a material adverse effect on the periodic calculations of the Net Asset Value of the Trinity Global Fund or its feeder(s), including reducing the Net Asset Value of the Trinity Global Fund or the feeder(s) to reflect reserves for income taxes, such as U.S. and foreign withholding taxes and income taxes payable on income effectively connected with a trade or business, that may be payable by the Trinity Global Fund or the feeder(s). This could cause benefits or detriments to certain investors, depending upon the timing of their entry and exit from the Trinity Global Fund.

### Investment for Control

TACP may become an active participant in the management of certain portfolio companies. If we participate in management, we may be deemed to have duties to the portfolio company. Other parties could seek damages based on allegations of wrongdoing in the course of exercising influence and control over a company.

### Portfolio Turnover

Our portfolio management activities may involve higher portfolio turnover than other investment managers'. If that occurs, brokerage commissions may be higher than those incurred in other portfolios.

### Insolvency of Brokers and Others

TACP Accounts are subject to the risk that a brokerage firm that executes their trades, the clearing firm that such brokers use, the clearing houses of which such clearing firms are members, or other counterparties to transactions may fail. To the extent the Accounts buy securities from or sell securities to non-U.S. broker-dealers or other institutions, holds a portion of its assets through non-U.S. subcustodians, or places assets with non-U.S. entities as collateral in connection with transactions in derivatives or margin borrowings, the risks relating to potential insolvencies or failures of such entities may be greater than those faced when dealing only with U.S. institutions.

### Reliance on Technology

TACP will rely heavily on computer hardware and software, online services and other computer-related or electronic technology and equipment to facilitate TACP Accounts' investment activities. Should events beyond TACP's control cause a disruption in the operation of any of that technology or equipment, TACP's Accounts may experience losses or other adverse effects that TACP's business continuity plan may be unable to prevent or mitigate.

### Valuation Risks

Many of the securities in which we intend to invest are traded in markets that are not as active or deep as large-capitalization equity markets. For some securities, there is no established secondary market. For others, the market may be subject to irregular trading activity, wide bid/ask spreads and extended

trade settlement periods, resulting in unreliability of pricing information. The markets for over-the-counter derivative products are even less developed and have no equivalent of established securities exchanges or composite tape systems to supply pricing information. Because of market inefficiencies, there can be material variation of bid/ask pricing from different dealers. Further, if an issuer's financial condition deteriorates, accurate financial and business information may become even more limited or entirely unavailable. In some circumstances, prices for positions may not be available from any source. Where third-party pricing information is not available, or where TACP considers market-based pricing information not to be indicative of an investment's value, the investment will be valued at TACP's discretion. TACP may face conflicts of interest in making valuation decisions.

As a result of these and other factors, there can be no assurance that the valuation of investment positions at any valuation date will accurately reflect the amount that could be obtained (or payment required as to some types of derivatives positions) upon a sale or closing transaction on that date. Inaccuracies in valuation could affect portfolio management activities and, as a result, cause significant losses.

### Counterparty and Settlement Risk

The Accounts may be exposed to the risk of default by their counterparties or to settlement difficulties in their over-the-counter derivative contracts or transactions (*i.e.*, transactions in options or other derivatives that are not cleared through the facilities of an exchange or clearing organization such as the Options Clearing Corporation). These transactions may include "swaps," contracts for differences and specially tailored options, and instruments or interests underlying them that may include securities, securities indices, interest rates, commodities and commodities indices. This risk may be materially greater than default or settlement risks involved in standardized and exchange-traded transactions. The latter are generally backed by clearing organizations' guarantees and are generally marked to market daily, and financial intermediaries and obligors are generally subject to settlement, segregation and minimum capital requirements. Transactions directly with a counterparty generally do not benefit from those protections and expose each party to a greater risk of the other's default.

## ITEM 9 – DISCIPLINARY INFORMATION

None

## ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

### Registration as a Broker-Dealer or Broker-Dealer Representative

Neither TACP nor its management persons are registered as a broker-dealer or broker-dealer representative.

### Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Adviser

TACP, nor its management persons are registered as futures commission merchant, commodity pool operator, or a commodity trading adviser.

### Material Financial Industry Affiliations of the Firm

Blackfoot River Partners LLC is the general partner of Trinity Alps Capital Partner LP, through which it intends to provide investment advisory services to the Accounts. Trinity Alps Capital Partners GP LLC is the general partner of the Trinity Alps Global Opportunities Fund LP. Raj Venkatesan is the managing member of both Blackfoot River Partners LLC and Trinity Alps Capital Partners GP LLC.

### Selection of Other Advisers or Managers

TACP does not utilize nor select other advisers or third-party managers. All assets are managed by TACP.

## ITEM 11 – CODE OF ETHICS, PARTICIPATION IN INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

TACP has established a Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Investment Adviser’s Act of 1940, as amended. The Code includes, among other things, provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, a whistleblower policy, and personal account trading procedures. The Code is distributed to each employee at the time of hire and is supplemented with training periodically thereafter. All employees at TACP must attest to following the terms of the Code of Ethics annually. A brief summary of the contents of the Code is provided below. Upon request a complete copy of TACP’s Code of Ethics will be provided.

**Business Conduct:** TACP owes its clients the highest duty of loyalty and has established policies, procedures and practices aimed to avoid conduct that would be inconsistent with this duty.

**Avoiding Conflicts of Interest:** TACP has established policies, procedures and practices that attempt to avoid conflicts of interest. Our Code stresses the importance to its officers, partners and employees of avoiding situations that have the appearance of conflict or impropriety.

**Personal Account Trading:** TACP has established policies and procedures that restrict personal trading in order to avoid conflicts with its management of the Accounts. Included in these policies and procedures are trading restrictions placed on TACP’s members and employees and certain other related persons (collectively “Access Persons”). TACP generally restricts personal transactions by Access Persons in any security that the Accounts hold or may consider for investment. Access Persons may buy or sell specific securities for their own accounts that are not deemed appropriate for client accounts at the time, based on personal investment considerations that differ from the considerations on which decisions as to investments in the Accounts are made. Certain pre-clearance procedures, black-out periods, holding periods and reporting requirements also apply to the Access Person’s accounts, positions, and transactions. Where execution opportunities for a particular security are limited, TACP attempts in good faith to allocate such opportunities among clients in a manner that, over time, is equitable to all clients. See Item 12, “Brokerage Practices.”

**Outside Business Activities:** TACP personnel may not serve as a director of a publicly held company without the prior approval of TACP’s Chief Compliance Officer and then only when such a position would not adversely affect the interests of TACP’s investors.

**Prohibition on Insider Trading:** TACP has implemented policy and procedures to address the prohibition of trading on material non-public information or sharing such information with others. In addition, TACP has implemented procedures designed to help detect and prevent insider trading.

## ITEM 12 – BROKERAGE PRACTICES

In acquiring and disposing of investment positions, TACP generally will have complete discretion to select the brokers, dealers, futures commission merchants, swap dealers and counterparties, counterparties to other transactions and investment positions, and other financial intermediaries (“Transacting Parties”). Accounts may buy investments directly from and sell them directly to dealers, with a markup or markdown included in the price, and they may buy and sell investments through brokers, futures commission merchants and other financial intermediaries who charge commissions or commission equivalents. TACP may also cause securities to be bought from underwriters in public offerings at prices that include compensation to the underwriters. TACP has complete discretion in negotiating the prices for investment positions and the amounts and nature of transaction-related compensation, if any, its clients will pay.

TACP will direct a significant percentage of its Accounts’ orders to BTIG, LLC for execution. In many instances, BTIG will execute the Accounts orders with the Transacting Parties that TACP receives services (including research services), as described below, from. TACP’s use of BTIG as its “outsourced trading desk” will result in the Accounts paying higher commission amounts than would be the case if TACP traded directly with the Transacting Parties. In choosing Transacting Parties TACP is not required to consider or focus on any particular criteria. In selecting dealers from which clients may buy or to which they may sell securities and commodity interests, and in selecting brokers and other intermediaries to execute transactions on an agency basis, for the most part, TACP will seek “best execution” of transactions. What constitutes “best execution” and determining how to achieve it are inherently uncertain. In evaluating whether a Transacting Party will provide best execution, TACP will consider a range of factors. These will include, among others, historical net prices (after markups, markdowns or other transaction-related compensation) on other transactions; the execution, clearance and settlement and error-correction capabilities of the Transacting Party generally and in connection with securities, commodity interests or other instruments of the type and in the amounts to be bought or sold (including the ability to follow instructions, provide timely reporting, maintain confidentiality, and provide market color); the Transacting Party’s willingness to commit capital; the Transacting Party’s reliability and financial stability; the size of the transaction; the availability of securities to borrow for short sales; the market for the security, commodity interest or other instrument; and, as discussed more fully below, the nature, quantity and quality of research and other services and products provided by the Transacting Party. In selecting counterparties to swaps and other over-the-counter derivatives transactions or positions, TACP will consider, as primary matters, the price and other fundamental terms of the particular contract and the creditworthiness and financial stability of the counterparty. TACP is not required to select the Transacting Party that charges the lowest transaction cost, even if that Transacting Party can provide execution quality comparable to others, and the Accounts expect at times to pay more than the lowest transaction cost available in order to obtain for itself and/or TACP services and products other than securities transaction execution.

### “Soft Dollars”

When a Transacting Party provides a client or TACP with services or products other than transaction execution, or pays for those services or products for a client or TACP, in recognition of portfolio execution business done with that Transacting Party or in the expectation of such business, those

services or products are said to be acquired with “soft dollars.” A federal statute, Section 28(e) of the Securities Exchange Act of 1934, as amended, recognizes the potential conflict of interest involved in the use by an investment manager (such as TACP) of soft dollars generated by securities transactions to pay for various expenses but provides a safe harbor from breach of fiduciary duty claims if certain conditions and requirements are met. Under the safe harbor, soft dollars may be used to acquire “research” and “brokerage” services and products for which a client would not otherwise be required to pay. Services or products generally constitute “research” under Section 28(e) if they constitute advice, analyses or reports, any of which express reasoning or knowledge as to the value of or investing in or trading securities or, as to issuers, industries, economic factors and trends, portfolio strategy or performance, but only to the extent TACP uses them for lawful and appropriate assistance in making investment decisions for the Accounts. “Brokerage” services and products are those used to effect portfolio transactions for the Accounts or for functions that are incidental to effecting those transactions (such as clearance, settlement or short-term custody related to effecting, clearing or settling transactions) or regulatorily required in connection with transactions. In addition, only commissions or commission equivalents on transactions in securities are protected by Section 28(e). Using soft dollars to pay for services and products other than research and brokerage is not protected by the safe harbor, but does not necessarily constitute a violation of any law or fiduciary duty. Similarly, using markups and markdowns on many principal transactions, commissions paid to futures commission merchants on transactions in futures contracts, and compensation from transactions in swaps or other derivative instruments to pay for research or brokerage is not protected but is not necessarily prohibited.

Because many services and products TACP may receive from Transacting Parties may benefit TACP, TACP may face conflicts of interest in allocating clients’ transactional business. These may include incentives to cause clients to engage in the following practices to induce Transacting Parties to provide those benefits: (i) pay Transacting Parties higher compensation (potentially including markups and markdowns on principal transactions) than the compensation payable to other market participants who do not provide the services or products; (ii) select Transacting Parties that do not provide the best possible price; (iii) use (and pay) Transacting Parties who do not actually provide execution services (including brokers who are paid commissions on transactions effected on a principal basis with other dealers acting as market-makers); and (iv) effect more transactions than might otherwise be optimal. To the extent that an Account’s commissions are used to acquire certain products or services such as research, statistical information, and market data through the use of “soft dollars” the products or services will be of the type contemplated by Section 28(e).

## Procedures

Transacting Parties from which TACP may obtain soft dollar services or products generally establish “credits” based on past transactional business (including markups and markdowns on principal transactions), which may be used to pay or reimburse TACP for specified expenses. In some cases, the process is less formal; a Transacting Party simply may suggest a level of future business that would fully compensate the Transacting Party for services or products it provides. Actual transactional business with a Transacting Party may be less than the suggested level but may exceed that level, and credits established may exceed the amounts used to acquire services and products. This may be in part because clients’ investment activities generate aggregate commissions in excess of the levels of future business suggested by all Transacting Parties who provide services and products. And it may be in part



because those Transacting Parties may also provide superior execution and may therefore be most appropriate for particular transactions. TACP may ask a Transacting Party who is executing a transaction for several of the Accounts to “step out” of a portion of the transaction in favor of a Transacting Party who has provided or is willing to provide products or services for soft dollars. That is, the executing Transacting Party will allow a portion of the overall commissions or other compensation to be paid to the soft-dollar Transacting Party. This assists TACP in acquiring products and services with soft dollars while providing the benefits of aggregated transactions as described below. It may result in some clients paying additional commissions or other transaction compensation to the Transacting Party to whom a portion of an aggregated transaction is “stepped out” and therefore incurring higher transaction costs for that transaction than do other clients who are buying or selling the same security at the same time.

These procedures are generally consistent with the requirements of Section 28(e) when the products or services acquired constitute research and/or brokerage. However, Section 28(e)’s safe harbor is not available as to many transactions effected on a principal basis, as most transactions with market-makers in over-the-counter securities are, with a markup or markdown paid to the Transacting Party or where the transactions are in commodity interests rather than securities. TACP may nonetheless determine to use such markups, markdowns and non-securities transaction compensation as soft dollars with which to acquire services and products of the kinds described below:

Soft dollar benefits are not proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

### “Research and Brokerage”

The types of “research” TACP may receive from Transacting Parties include (but are not limited to): reports on or other information about particular companies or industries; economic surveys and analyses; recommendations as to specific securities; financial publications; portfolio evaluation services; financial database software and services; computerized news, pricing and statistical services; analytical software; proxy analysis services and systems (to the extent used to assist in making investment decisions), quotation services; and other products or services that may enhance TACP’s investment decision-making. “Brokerage” services and products (beyond typical execution services) include (but are not limited to): computer systems and facilities (including hardware) used for such things as communicating orders electronically to executing Transacting Parties, post-trade matching of trade information, communicating allocation instructions, and other clearance and settlement functions. Even where TACP’s use of soft dollars to acquire research and brokerage services and products is protected by Section 28(e), TACP will have a conflict of interest in connection with that use because it might otherwise have to pay cash for those services and products and it may have an incentive to use Transacting Parties who provide those services and products more than it otherwise would.

### Account Expenses

Transacting Parties could possibly agree to pay some or all of an Account’s accounting and other, similar expenses or to meet the Account’s obligation to reimburse TACP for expenses it has advanced. TACP could also cause Accounts to use brokerage commissions, markups and markdowns, and other transaction-related compensation (as well as interest the Prime Broker receives on cash balances, margin borrowings and borrowings of securities to maintain short positions) to pay the Prime Broker for

recordkeeping, custodial and related services provided to clients. Under TACP's agreements, the Accounts and in some cases other clients, and not TACP, would otherwise be obligated to bear all of these expenses and TACP therefore does not believe it would have a meaningful conflict of interest in selecting a Transacting Party in recognition of that party's payment of them.

### Other Services and Products

A Transacting Party may provide other benefits to TACP or its affiliates, such as by lending to or engaging in other financial transactions with TACP or its affiliates on terms better than those otherwise available or by investing in the Accounts. TACP will have a conflict of interest to the extent Transacting Parties pay for or provide these services or benefits, as it will have an incentive to use those Transacting Parties regardless of whether using them would otherwise be in the Accounts' best interests.

### Prime Brokerage

The Accounts may pay a portion of their own costs using soft dollars, including custodial, clearing, recordkeeping, and related services obtained through what is known as a "prime brokerage" arrangement. By using brokerage firms for these functions the Accounts avoid paying custodial fees that banks charge other institutional investors. Prime Brokers are compensated through brokerage commissions, interest on credit balances, margin borrowings, and stock loans. Although we dictate the Trinity Global Fund's choices, the Trinity Global Fund might be thought of as "directing" us to place transactions with the Prime Brokers in order to pay for the custodial, clearing and related services the Funds obtain from the Prime Brokers. The Prime Brokers may provide services to us and/or our affiliates, distinct from the custodial, lending and related services the Prime Brokers provide the Accounts. These services may include, among other things, information technology, website hosting, portfolio management software license and support service, consulting services with respect to various aspects of our business and introducing us to prospective investors. They may be provided at lower than the market price for similar services or for no charge. The Prime Brokers may also enter into financial transactions with us or our affiliates, and these transactions may be on terms more favorable than the terms available with other counterparties. These transactions might include lending money to us or our affiliates. To the extent we or our affiliates receive services from a Prime Broker at lower than market prices, or enter into transactions on terms better than terms available on the market, because we are responsible for selecting the Prime Brokers or negotiating the rates of compensation the Accounts pay the Prime Brokers, conflicts may exist between our interests and the Accounts'. That is, we may have an incentive to cause the Accounts to accept less favorable pricing for prime brokerage services (including interest and similar charges on margin borrowings and short positions) that might be available otherwise or to continue to use a Prime Broker when the Accounts would not otherwise do so.

### Referrals of Investors and Advisory Clients

In selecting a Transacting Party, TACP may consider the Transacting Party's referrals of investors to the Trinity Global Fund, referrals of advisory clients to TACP, the potential for future referrals, and/or the Transacting Party's willingness to pay third-party finders' fees for those referrals. To the extent TACP

would otherwise be obligated to pay for “finding” services, it has a conflict of interest in considering those services when selecting a Transacting Party. It also faces a conflict because it benefits from increases in TACP’s assets under management.

### Aggregation of Orders

When TACP deems the purchase or sale of securities to be in the best interest of more than one of the Accounts, TACP may (but is not required to) combine those orders into one order. When it does, TACP will generally allocate the securities or proceeds arising out of those transactions pro rata (and the related transaction expenses) and on an average price basis among the various participants. TACP believes combining orders in this way will, over time, be advantageous to all participants. However, the average price could be less advantageous to a client than if that client had been the only account effecting the transaction or had completed its transaction before the other participants.

TACP may place orders for the same security for different clients at different times and in different relative amounts due to differences in investment objectives, cash availability, size of order and practicability of participating in “block” transactions. The level of participation by different clients in the same security may also be dependent upon other factors relating to the suitability of the security for the particular client.

TACP may (but is not obligated to) cause accounts it manages (including funds in which TACP and/or one or more of its related persons has an ownership interest) to effect “cross” transactions with other accounts, subject to applicable law or regulation. It may do so when it believes those transactions will be beneficial to both parties. TACP typically causes these transactions to be executed at current market prices through independent brokerage firms, which may result in parties to these transactions incurring additional transaction charges.

## ITEM 13 – REVIEW OF ACCOUNTS

All Accounts will be managed and reviewed daily by Raj Venkatesan, TACP's Portfolio Manager. Asset allocation, cash management, market prospects and individual issue prospects are considered.

Particular attention will be given to changes in company earnings, industry and company outlook, market outlook and price level.

Investors in the Trinity Global Fund will generally receive the following reports:

Monthly—Letter stating prior month's performance, year-to-date performance, inception-to-date performance, and relevant portfolio details.

Quarterly—Letter providing performance for the year through the most recently ended quarter, together with TACP's view of the current investment outlook.

## ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

TACP does not engage solicitors or otherwise compensate third-parties for client referrals.

We may receive client referrals from brokers providing services to our clients. See Item 12, “Brokerage Practices.”

## ITEM 15 - CUSTODY

Rule 206(4)-2 of the Investment Advisers Act provides that, because TACP is an affiliate of the general partner of the Trinity Global Fund, TACP, through its affiliates, will be considered to have “custody” of the fund’s assets, even though independent custodians (Prime Brokers) actually hold those assets. That rule generally requires investment advisers that have “custody” of client assets to cause certain account statements detailing holdings and transactions to be sent to clients, and imposes certain other obligations. However, advisers to investment funds like the Trinity Global Fund need not comply with those requirements if, among other things, the fund provides investors with audited financial statements by a specified time each year and those financial statements meet certain requirements. We will satisfy those conditions and therefore are not subject to reporting and other obligations.

## ITEM 16 – INVESTMENT DISCRETION

TACP will generally receive discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting securities and determining amounts, TACP will observe the investment policies, limitations and restrictions of the clients for which it advises. See Item 4, “Advisory Business,” and Item 8, “Methods of Analysis, Investment Strategies and Risk of Loss.”

## ITEM 17 – VOTING CLIENT SECURITIES

TACP has adopted and will implement policies that it believes are reasonably designed to insure that decisions regarding when and how to vote proxies are done in the best interest of its clients. TACP's authority to vote proxies for its clients is established by its investment management agreements (or comparable documents). When TACP considers it to be in the best interests of clients to vote proxies, TACP will vote such proxies in a manner TACP considers consistent with the best economic interests of our clients. The policy includes general guidelines for voting on matters that are frequently put before shareholders. TACP will use these guidelines flexibly, keeping in mind the principles stated above, as well as TACP's fiduciary responsibility to protect its clients' rights as shareholders.

TACP will attempt to identify conflicts of interest that may arise in the proxy decision making process. If a material conflict of interest over proxy voting arises between TACP and a client, and TACP determines that its proxy voting policy does not adequately address the conflict of interest, TACP will notify the relevant Separate Account clients of the conflict and ask them to consent to TACP's intended response to the proxy solicitation. If a client consents to TACP's intended response or fails to respond to the notice within a reasonable period of time specified in the notice, TACP will vote the proxy as described in the notice. If the client objects to TACP's intended response, TACP will vote the proxy as directed by the client. TACP will not submit conflict questions of this type to investors in the Trinity Global Fund.

Investors in the Accounts may obtain a copy of TACP's proxy voting policy and records detailing how TACP voted proxy issues on the Account's behalf by submitting a written request to the Chief Compliance Officer at Trinity Alps Capital Partners LP, 1 Ferry Building Ste. 255 San Francisco, CA 94111.



## ITEM 18 – FINANCIAL INFORMATION

TACP has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

## ITEM 19 – REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Not applicable.